



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

RECORDATION NO. 12791-K FILED 1425

RECORDATION NO. 12791-J FILED 1425

May 8, 1990

MAY 10 1990 -2:25 PM

MAY 10 1990 -2:25 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

0-130A044

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

MAY 10 2 10 PM '90
MOTOR OPERATING UNIT

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 18)
Recordation No. 12791
Recordation Date: January 22, 1981

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fifth Supplemental Trust Agreement dated February 14, 1990, between Union Tank Car Company and Manufacturers Hanover Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC/ICC
Enclosures

STATE OF ILLINOIS)
COUNTY OF COOK)

RECORDATION NO 12791-J FILED 1425

MAY 10 1990 -2:25 PM

INTERSTATE COMMERCE COMMISSION

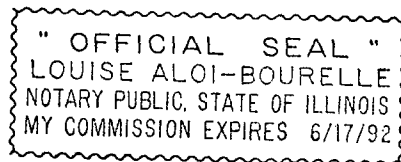
CERTIFICATE

The undersigned, Louise Aloi-Bourelle, a Notary Public, hereby states that she has compared the attached copy of the Supplemental Trust Agreement dated February 14, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 8th day of May, 1990.

Louise Aloi-Bourelle
Notary Public

UTCICC



FIFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 18)

RECORDATION NO

FILED 1425

MAY 10 1990 -2²⁵ PM

INTERSTATE COMMERCE COMMISSION

THIS FIFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Manufacturers Hanover Trust Company, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated January 15, 1981, providing for the issue of its Equipment Certificates (Series 18) in aggregate principal amount of \$75,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.


2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

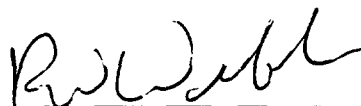
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: 
R. C. Gluth,
Executive Vice President


Attest:


Robert W. Webb, Secretary

MANUFACTURERS HANOVER TRUST COMPANY

By: 
T. C. KNIGHT
ASST. VICE PRESIDENT

Attest:

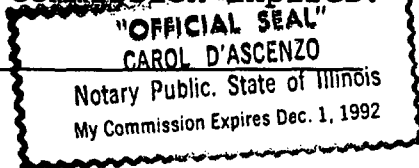

E. Toronto-Herbert
Trust Officer

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On February 14, 1990, before me, a Notary Public, personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Carol D'Ascenzo
Notary Public

My Commission Expires:



STATE OF NEW YORK)
)
COUNTY OF New York) SS

On this 25th day of April, 1990, before me, a Notary Public, personally came T. C. KNIGHT, to me known, who, being by me duly sworn, did depose and say that he is AN ASST. VICE PRESIDENT of Manufacturers Hanover Trust Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Yvonne D. Benn
Notary Public

My Commission Expires:

YVONNE D. BENN
Notary Public, State of New York
No. 4309098
Qualified in Bronx County
Certificate filed in New York County
Commission Expires October 19, 1991

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
R 18 SERIES 18 02/14/90

PAGE

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
UTLX 641749	T055	20,000	GAL	1 1	12 89	\$ 48,662	\$ 48,256
UTLX 641740	T105	20,000	GAL	1 1	12 89	61,962	61,446
UTLX 641741	T105	20,000	GAL	1 1	12 89	61,962	61,446
UTLX 641742	T105	20,000	GAL	1 1	12 89	61,962	61,446
UTLX 641743	T105	20,000	GAL	1 1	12 89	61,962	61,446
UTLX 641744	T105	20,000	GAL	1 1	12 89	61,962	61,446
UTLX 641756	T055	20,000	GAL	1 1	12 89	48,662	48,256
UTLX 641697	T105	20,000	GAL	1 1	12 89	59,868	59,369
UTLX 641698	T105	20,000	GAL	1 1	12 89	59,868	59,369
UTLX 641699	T105	20,000	GAL	1 1	12 89	59,868	59,369
UTLX 641700	T105	20,000	GAL	1 1	12 89	59,868	59,369
UTLX 641701	T105	20,000	GAL	1 1	12 89	59,868	59,369
UTLX 641788	T105	20,000	GAL	1 1	12 89	51,750	51,319

NUMBER OF CARS		13				\$ 758,224	\$ 751,906

CERTIFICATE TRUST SERIES: R018

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	T055	20,000	641749,641756
11	T105	20,000	641697-641701,641740-641744,641788

13	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 18 SERIES 18 02/14/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
BCOL 866074	BULK	100	TON	3 2	07/80 10/86	\$ 45,570	\$ 23,734
BCOL 866642	BULK	100	TON	3 2	06/80 10/87	45,570	23,544
BCOL 866870	BULK	100	TON	3 2	05/80 10/89	43,241	22,161
CP 317446	BULK	100	TON	3 2	05/80 11/86	43,241	22,161
UTCX 43833	LOC	4,750	CUFT	1 1	02/80 10/86	39,477	19,738
UTCX 43877	LOC	4,750	CUFT	1 1	02/80 12/86	39,477	19,738
UTCX 43975	LOC	4,750	CUFT	1 1	04/80 08/87	39,360	20,008
UTCX 43984	LOC	4,750	CUFT	1 1	04/80 08/87	39,360	20,008
UTCX 44945	LOC	4,750	CUFT	1 1	04/80 08/87	39,361	20,009
UTCX 44954	LOC	4,750	CUFT	1 1	04/80 08/87	39,362	20,009
UTCX 44959	LOC	4,750	CUFT	1 1	04/80 08/87	39,362	20,009
UTCX 44972	LOC	4,750	CUFT	1 1	04/80 04/88	39,362	20,009
UTCX 44974	LOC	4,750	CUFT	1 1	04/80 01/88	39,363	20,010
UTLX 1638	TA	14,000	GAL	1 1	04/80 04/86	35,030	17,807
UTLX 11023	TL	20,000	GAL	1 1	02/80 07/87	42,845	21,423
UTLX 11033	TL	20,000	GAL	1 1	04/80 07/87	42,844	21,779
UTLX 67299	TM	23,500	GAL	1 1	02/82 08/86	48,653	29,192
UTLX 67319	TM	23,500	GAL	1 1	02/82 12/88	48,653	29,192
UTLX 67321	TM	23,500	GAL	1 1	02/82 07/89	48,653	29,192
UTLX 67344	TM	20,000	GAL	1 1	12/81 11/86	42,994	25,438
UTLX 68332	TM	23,500	GAL	1 1	02/80 06/89	40,763	20,382
UTLX 68358	TM	23,500	GAL	1 1	04/80 06/87	40,674	20,676
UTLX 68729	TM	23,500	GAL	1 1	02/80 05/89	39,795	19,897
WCTR 102171	BOXT	70	TON	4 1	02/80 12/89	40,117	20,058
WCTR 102187	BOXT	70	TON	4 1	02/80 12/89	40,117	20,058
WCTR 102404	BOXT	70	TON	4 1	02/80 12/89	43,185	21,592
WCTR 102406	BOXT	70	TON	4 1	02/80 12/89	43,185	21,592
WCTR 102553	BOXT	70	TON	4 1	04/80 12/89	45,156	22,954
WCTR 102598	BOXT	70	TON	4 1	04/80 12/89	45,156	22,954
WCTR 102643	BOXT	70	TON	4 1	04/80 12/89	45,156	22,954
WCTR 102653	BOXT	70	TON	4 1	04/80 12/89	45,156	22,954
WCTR 102697	BOXT	70	TON	4 1	04/80 12/89	45,156	22,954
WCTR 102746	BOXT	70	TON	4 1	04/80 12/89	45,155	22,954
WCTR 102751	BOXT	70	TON	4 1	04/80 12/89	45,155	22,954

NUMBER OF CARS

34

\$ 1,445,704 \$ 750,094

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
11	BOXT	70	WCTR102171,WCTR102187,WCTR102404,WCTR102406, WCTR102553,WCTR102598,WCTR102643,WCTR102653, WCTR102697,WCTR102746,WCTR102751
4	BULK	100	BCOL866074,BCOL866642,BCOL866870,CP 317446
9	LOC	4,750	UTCX43833,UTCX43877,UTCX43975,UTCX43984, UTCX44945,UTCX44954,UTCX44959,UTCX44972, UTCX44974
1	TA	14,000	1638
2	TL	20,000	11023,11033
1	TM	20,000	67344
6	TM	23,500	67299,67319,67321,68332,68358,68729

34 TOTAL